

1 **COZEN O'CONNOR**

2 Valerie D. Rojas, State Bar No. 180041

3 *vrojas@cozen.com*

4 Angel Marti, III, State Bar No. 305300

5 *amarti@cozen.com*

6 601 S. Figueroa Street, Suite 3700

7 Los Angeles, CA 90017

8 Telephone: 213.892.7900

9 Facsimile: 213.892.7999

10 Attorney for SCOTTSDALE INSURANCE COMPANY

11 **UNITED STATES DISTRICT COURT**
12 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**

13 STEM, INC.,

14 Plaintiff,

15 v.

16 SCOTTSDALE INSURANCE
17 COMPANY, an Ohio corporation; and
18 DOES 1 through 20, inclusive,

19 Defendants.

20 Case No.: 4:20-cv-02950-CBR

21 **DEFENDANT SCOTTSDALE
INSURANCE COMPANY'S
EXHIBIT LIST**22 Pre-Trial Conference: 04/27/21
23 Trial Date: 06/14/2124 Pursuant to Rule 26(a) (3) of the Federal Rules of Civil Procedure, Scottsdale
25 Insurance Company ("Defendant") by and through their attorneys of record, hereby
26 submit the following list of trial exhibits that may be used at trial in this matter

| 27 EXHIBIT 28 NO. | 29 DESCRIPTION | 30 SPONSORING WITNESS |
|------------------------------|--|---|
| 31 1. * | 32 Scottsdale "Business and Management 33 Indemnity" Policy No. EKS3113947, in effect 34 from October 27, 2013 to October 27, 2014 | 35 Michael Zartman, 36 Aaron Klass, Tanya 37 Bryan, Paul Tomasi |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|---|--|
| 2. | Scottsdale "Business and Management Indemnity" Policy No. EKS3202928, in effect from October 27, 2016 to October 27, 2017 | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi |
| 3. | Reineccius Employment Agreement dated March 17, 2009 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |
| 4. | Restricted Stock Purchase Agreement dated March 17, 2009 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |
| 5. | Reineccius Employment Agreement dated April 14, 2010 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |
| 6. | Letter to Buzby RE Board Member | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |
| 7. | Restricted Stock Purchase Agreement dated April 21, 2010 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |
| 8. | Rice email in which he advises Stem of problems with Reineccius | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|--|---|
| 9. | Board Minutes re Reineccius Termination dated September 20 and 22, 2010 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |
| 10. | Letter from Thompson to Reinceccius RE termination | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Michael Zartman, Aaron Klass |
| 11. | Letter from Powergetics to Reinceccius RE repurchase of shares | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Michael Zartman, Aaron Klass |
| 12. | Chart RE "SR resolution" needed | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |
| 13. | Letter from Powergetics to Shareholders dated October 28, 2010 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice |
| 14. | Letter from Powergetics/Wilson Sonsini to Reineccius/Grimm RE return of property and repay loans | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Michael Zartman, Aaron Klass, Richard Grimm |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|---|---|
| 15. | Letter from Richard Grimm to Powergetics, Inc. dated November 17, 2010 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Michael Zartman, Aaron Klass, Richard Grimm |
| 16. | Letter from Baudler to Grimm dated November 22, 2010 | Brian Thompson, Stacey Reineccius, David Buzby, Richard Grimm |
| 17. | Letter from Stem/Wilson to Grimm with Documents requested in 11/17/10 letter except personnel file and payroll records. | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Richard Grimm |
| 18. | Letter from Stacy Reineccius to Brian Thompson dated January 19, 2011 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Michael Zartman, Aaron Klass, Richard Grimm |
| 19. | Demand for Arbitration dated February 8, 2011 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Michael Zartman, Aaron Klass, Richard Grimm |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|--|--|
| 20. | Stem Board Minutes dated February 17, 2011 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Richard Grimm |
| 21. | Stem Board Minutes dated March 7, 2011 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Richard Grimm |
| 22. | Arbitration Statement of Claims dated March 14, 2011 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Michael Zartman, Aaron Klass, Richard Grimm, Gregory Klingsporn |
| 23. | Settlement Agreement dated March 28, 2011 | Brian Thompson, Stacey Reineccius, David Buzby, Zeb Rice, Michael Zartman, Aaron Klass, Richard Grimm and Gregory Klingsporn |
| 24. | Email from Woodruff-Sawyer/Wade Pederson RE "new insurer not looking to cover future litigation related to known circumstances." | Brian Thompson, David Buzby, Wade Pederson |
| 25. | Emails between Thompson and Ted Gauthier RE Application and Reinceccius | Brian Thompson, David Buzby, Wade Pederson |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|--|--|
| 26. | Email from Ted Gauthier to Pederson/Woodruff and Thompson/Stem RE application and leaving it to you whether situation with former "employee" qualifies and claims no litigation. | Brian Thompson, David Buzby, Wade Pederson |
| 27. | Stem Board Minutes appointing Zeb Rice to Board | |
| 28. | 2011 Application - Unsigned | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi |
| 29. | Email from Ted Gauthier to Pederson/Woodruff RE application and setting a call to discuss issues they spoke about in response to question IV on the application | Brian Thompson, David Buzby, Wade Pederson |
| 30. | Underwriting Worksheet dated September 8, 2011 | Tanya Bryan, Paul Tomasi |
| 31. | Email from Thompson dated September 8, 2011 | Brian Thompson, Wade Pederson |
| 32. | Stem's 2011 Application for Scottsdale Insurance | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi, Brian Thompson, David Buzby |
| 33. | Email from Freund to Bryan dated September 13, 2011 | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi |
| 34. | Email to Scottsdale with September 2011 Application | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi, Wade Pederson, Brian Thompson, David Buzby |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|---|---|
| 35. | The Scottsdale 2011-2012 Policy | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi, Brian Thompson, David Buzby, Zeb Rice |
| 36. | October 2012 Stem Board Meeting Materials | Michael Zartman, Aaron Klass, Brian Thompson, David Buzby, Zeb Rice |
| 37. | Email Chain with Thompson, Buzby, Rice, and Khan | Brian Thompson, David Buzby, Zeb Rice |
| 38. | Emails between Khan and Brenner/Moran RE Reineccius' shares | David Buzby, Zeb Rice |
| 39. | Email between Rice and Weiss/Angeleno Group RE termination of Khan | David Buzby, Zeb Rice |
| 40. | Letter to Shareholders re Series B Financing dated December 16, 2013 | David Buzby, Zeb Rice, John Carrington |
| 41. | Stockholder Information Sheet re Series B Financing dated December 16, 2013 | David Buzby, Zeb Rice, John Carrington |
| 42. | Letter from Richard Grimm to Stem, Inc. dated December 31, 2013 | Michael Zartman, Aaron Klass, Richard Grimm, David Buzby, Zeb Rice, John Carrington |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|--|--|
| 43. | Complaint in the action entitled <i>Richard Grimm v. Stem, Inc.</i> , filed on February 5, 2014 (the "Delaware Lawsuit") | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, Richard Grimm, |
| 44. | Master in Chancery's "Final Report" dated October 13, 2014 | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, |
| 45. | Email from Woodruff Sawyer to Scottsdale dated October 17, 2014 | Michael Zartman, Aaron Klass, Wade Pederson |
| 46. | Letter from Michael Walder of Freedom Specialty to Joe Matamoros of Stem, Inc. dated January 23, 2015 | Michael Zartman, Aaron Klass |
| 47. | Secured Promissory Note signed by Carrington | David Buzby, Zeb Rice, John Carrington, Michael Zartman |
| 48. | Security Agreement signed by Carrington | David Buzby, Zeb Rice, John Carrington, Michael Zartman |
| 49. | Stock Warrant signed by Carrington | David Buzby, Zeb Rice, John Carrington, Michael Zartman |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|--|--|
| 50. | Security Agreement signed by Buzby | David Buzby, Zeb Rice, John Carrington, Michael Zartman |
| 51. | Stock Warrant Signed by Buzby | David Buzby, Zeb Rice, John Carrington, Michael Zartman |
| 52. | Complaint in the Underlying Shareholder Lawsuit, filed on May 12, 2017 | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass |
| 53. | Email from ABD Insurance to Scottsdale dated June 2, 2017 re tender | Michael Zartman, Aaron Klass |
| 54. | Claim Notes from Scottsdale Claim File | Michael Zartman, Aaron Klass |
| 55. | Letter from Aaron Klass to Bill Bush dated July 27, 2017 re denial | Michael Zartman, Aaron Klass, Bill Bush |
| 56. | August, 2017 Letter from Scottsdale/Klass re denial | Michael Zartman, Aaron Klass, Bill Bush |
| 57. | Email from Angeleno's attorney RE coverage for Angeleno | David Buzby, Zeb Rice, John Carrington, |
| 58. | Petition to Compel Arbitration | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|--|--|
| 59. | Declaration of McCarthy with 2009 and 2010 RSA with Reineccius | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, |
| 60. | Declaration of Covington | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, |
| 61. | Opposition to Petition to Compel Arbitration, filed on November 17, 2017 | David Buzby, Zeb Rice, John Carrington, |
| 62. | Order Compelling Arbitration and Staying Case | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass |
| 63. | Arbitration Response of Carrington and Buzby dated August 17, 2018 | David Buzby, Zeb Rice, John Carrington, |
| 64. | Email from Jim Gross to Bill Bush dated January 18, 2019 | Bill Bush, David Buzby |
| 65. | Share Valuation Report dated January 31, 2019 | Bill Bush, David Buzby, John Carrington, Zeb Rice |
| 66. | AAA MSJ by Rice and Angelino Group | Michael Zartman, Aaron Klass, Zeb Rice, David Buzby, John Carrington, Zeb Rice |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|---|---|
| 67. | Berlin Settlement Agreement dated August 7, 2019 | Michael Zartman, Aaron Klass, David Buzby, John Carrington, Zeb Rice, Stacey Reineccius |
| 68. | Berlin Stock Repurchase Agreement dated August 7, 2019 | Michael Zartman, Aaron Klass, David Buzby, John Carrington, Zeb Rice, Stacey Reineccius |
| 69. | Reineccius Settlement Agreement dated August 7, 2019 | Michael Zartman, Aaron Klass, Stacey Reineccius, David Buzby, Zeb Rice, John Carrington |
| 70. | Reineccius Stock Repurchase Agreement dated August 7, 2019 | Michael Zartman, Aaron Klass, Stacey Reineccius, David Buzby, Zeb Rice, John Carrington |
| 71. | Stem Wire to Brenda Berlin dated August 26, 2019 for \$200,000 | Michael Zartman, Aaron Klass, Stacey Reineccius, David Buzby, Zeb Rice, John Carrington |
| 72. | Stem Wire to Stacy Reineccius dated August 26, 2019 for \$1,500,000 | Stacey Reineccius, David Buzby, Zeb Rice, John Carrington, |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|------------------|---|--|
| 73. | First Amended Complaint in the Underlying Shareholder Lawsuit, dated December 13, 2019 | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass |
| 74. | Angeleno Invoice to Stem dated January 24, 2020 - REDACTED | David Buzby, Zeb Rice, John Carrington |
| 75. | Stem Wire Transfer to Angeleno Group dated February 3, 2020 for \$631,591.41 - REDACTED | David Buzby, Zeb Rice, John Carrington |
| 82. ¹ | Stem's Production of documents on January 28, 2021 – Documents from Underlying Action | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass |
| 83. | Stem's Responses to Scottsdale's Interrogatories, Set 1, dated November 4, 2020 | David Buzby, Zeb Rice, John Carrington |
| 84. | Email from Grimm to McCarthy | David Buzby, Zeb Rice, John Carrington, Richard Grimm |
| 85. | Email from Gaskin to Zeb Rice Re resignation | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass |

¹ The parties pre-marked exhibits prior to depositions. The gap in Scottsdale's numbering is due to the fact that it will not be introducing the exhibits at trial that were assigned the numbers that are missing on this list.

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|---|--|
| 88. | Email from Reineccius to Thompson Re his retention of counsel, Stem's assertions are not factual and termination | David Buzby, Zeb Rice, John Carrington, Stacey Reineccius, Michael Zartman, Aaron Klass, Richard Grimm |
| 89. | Email from Thompson to Reineccius about postponing Board meeting so Reineccius can consider settlement offer | David Buzby, Zeb Rice, John Carrington, Stacey Reineccius, Richard Grimm |
| 90. | Letter from Reineccius to Buzby threatening legal action if they "further falsehoods" about him, resignation and settlement offer inadequate. | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, Richard Grimm |
| 91. | Letter from Reineccius to Thompson threatening legal action if they "further falsehoods" about him, resignation and settlement offer inadequate. | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, Richard Grimm |
| 92. | Email from Reineccius to Thompson, Buzby with letters threatening legal action if they "further falsehoods" about him, resignation and settlement offer inadequate. | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, Richard Grimm |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|---|---|
| 93. | Email from Thompson to Reineccius material misrepresentation and need to investigate | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, Richard Grimm |
| 95. | Email from Thompson to Reineccius re termination and demand | David Buzby, Zeb Rice, John Carrington, Michael Zartman, Aaron Klass, Richard Grimm, Michael Zartman, Aaron Klass |
| 96. | Scottsdale's Management Liability and Specialty Best Claim Practices (SCOTTSDALE 1290-1307) | Michael Zartman, Aaron Klass |
| 97. | Third Amended Complaint filed in Underlying Action | Michael Zartman, Aaron Klass, David Buzby, John Carrington, Zeb Rice, Richard Grimm, Gregory Klingsporn |
| 100. | Scottsdale's claim file | Michael Zartman, Aaron Klass |
| 101. | Scottsdale's underwriting file | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi |
| 102. | Scottsdale 2014-2015 Policy | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi |

| EXHIBIT NO. | DESCRIPTION | SPONSORING WITNESS |
|----------------|-----------------------------------|--|
| 103. | Scottsdale 2015-2016 Policy | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi |
| 104. | Scottsdale 2016-2017 Policy | Michael Zartman, Aaron Klass, Tanya Bryan, Paul Tomasi |
| 105. | Expert Report of Robert A. Taylor | Robert Taylor |
| 106. | Expert Report of Brand Cooper | Brand Cooper |
| 107. | Expert Report of Jim Schratz | Jim Schratz |
| 108. | Expert Reports of Larry Goanos | Larry Goanos |

DATED: April __, 2021

COZEN O'CONNOR

By: /s/Valerie D. Rojas

Valerie D. Rojas

Angel Marti, III

Attorneys for Defendant SCOTTSDALE
INSURANCE COMPANY

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28